ÖSEL®

Date: September 02, 2026

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Bandra Kurla Complex
Mumbai-400051

Symbol: OSELDEVICE

Sub: Submission of AGM Notice for the Financial Year 2025-26

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the 20th Annual General Meeting (AGM) Notice of the Company. The 20th Annual General Meeting (AGM) of the Company will be held on Friday, September 25, 2026 at 05:00 PM (IST) through Video Conferencing / Other Audio Visual means (VC/OAVM).

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the AGM Notice using the electronic voting platform provided by National Securities Depository Limited (NSDL). The voting rights of members shall be in proportion to the shares held by them, as on the cut-off date i.e. Friday, September 18, 2026.

The remote e-voting period commences on Tuesday, September 22, 2026 at 9:00 A.M. (IST) and ends on Up to Thursday, September 24, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have not already cast their vote by remote e-voting shall be able to exercise their rights in the meeting.

The Annual Report containing the AGM Notice is also uploaded on the Company's website viz. www.oseldevices.com

This is for your information and record.

Thanking You,

Yours faithfully,

For OSEL DEVICES LIMITED

Diksha Digitally signed by Diksha
Date: 2026.09.02 15:00:10 +05'30'

Diksha
Company Secretary and Compliance Officer
M. no: A72889

STATUTORY REPORTS

Notice of Annual General Meeting

Friday, 25 September 2026 · 05:00 PM IST · Video Conferencing (VC) / Other Audio Visual Means (OAVM)

KEY DATES & INFO

Cut-off Date	18 September 2026
E-Voting Period	22 September 2026 (09:00 AM) to 24 September 2026 (05:00 PM)
Scrutinizer	CS Raman Kumar Karan (ACS 78437, CP No. 28697)
Registered Office	1209 & 1210, 12th Floor, B Block, Naurang House, K.G. Marg, Connaught Place, Central Delhi – 110001

NOTICE is hereby given that the 20th Annual General Meeting of the members of **OSEL Devices Limited** will be held on **Friday, September 25, 2026 at 05:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for which purpose the registered office of the company situated at 1209 & 1210, 12th Floor, B Block, Naurang House, K.G. Marg, Connaught Place, Central Delhi, New Delhi – 110001, India shall be deemed as the venue for the Annual General Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS:

ITEM 1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, the Report of Board of Directors and Auditors of the Company thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of Auditors thereon.

ITEM 2

To appoint a Director in place of Mr. Mukesh Kumar Sinha (DIN: 05330700), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM 3

To consider and approve the Appointment of Ms. Dhwani Fatehpuria (DIN: 10558191) as an Independent Director of the Company.

> To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
>
> "**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and that of the Board of Directors and provisions of Sections 149, 150, 152 and 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ('SEBI (LODR) Regulations') and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s) and the provisions of the Articles of Association of the Company, **Ms. Dhwani Fatehpuria (DIN: 10558191)**,

who was appointed as an Additional Independent Director of the Company with effect from **February 24, 2026**, has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, being eligible for appointment, be and is hereby appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years with effect from **February 24, 2026** to **February 23, 2031**, on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

ITEM 4

To approve material related party transaction with Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited) for FY 2026-27.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company's Policy on "Policy On Materiality Of Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and based on the recommendation of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement to with Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited), (Companies where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited) (Companies, for an aggregate value not exceeding Rs. 50 crore (Rupees Fifty Crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2026-27, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI (LODR) Regulations as applicable from time to time, provided, however, that the said contract(s/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution".

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect."

ITEM 5

To consider and approve the re-appointment of Mr. Rajendra Ravi Shanker Mishra (DIN: 01628136) as the Managing Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Board, Audit committee of the board and Board of Directors and provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and such other approvals as may be necessary, the members of the Company be and are hereby accord its approval for re-appointment of Mr. Rajendra Ravi Shanker Mishra (DIN: 01628136) as Managing Director of the Company with effect from January 16, 2027 to January 15, 2030 (i.e. for a period of three years) on the terms & conditions set out here below and with further discretion to the Committee/Board to alter from time to time said terms & conditions in such manner, as it may deem fit in the best interest of the Company and agreed to with Mr. Rajendra Ravi Shanker Mishra:

A. SALARY: Rs.7,50,000/- per month

B. PERQUISITES:

Category A:

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

Category C:

1. Car, telephone at residence and mobile phone for use on Company's business.

RESOLVED FURTHER THAT the minimum remuneration and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure of office shall be as per Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT the above terms and conditions may be altered, modified or varied including the remuneration as approved above, in such manner as may be agreed to between the Board and Mr. Rajendra Ravi Shanker Mishra.

RESOLVED FURTHER THAT during the tenure of Mr. Rajendra Ravi Shanker Mishra, the remunerations as approved hereby shall be paid to him as a minimum remuneration in compliance with the limits specified in Section 197, 198 and Schedule V of the Companies Act, 2013, as may be applicable for the time being in force.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with, inter- alia, the Registrar of Companies, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

ITEM 6

To consider and approve the re-appointment of Mr. Mukesh Kumar Sinha (DIN: 05330700) as the Whole-time Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Board, Audit committee of the board and Board of Directors and provisions of Sections 196,197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), the members of the Company hereby accord its approval for the re-appointment of Mr. Mukesh Kumar Sinha (holding DIN: 05330700) as Whole- time- Director of the Company for a further period of 3 years commencing from January 16, 2027 to January 15, 2030 on the terms & conditions set out here below and with further discretion to the Board / Committee to alter from time to time said terms & conditions in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Mukesh Kumar Sinha.

A. SALARY: Rs.5,00,000/- per month

B. PERQUISITES:

Category A:

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

Category C:

1. Car, telephone at residence and mobile phone for use on Company's business.

RESOLVED FURTHER THAT the above terms and conditions may be altered, modified or varied including the remuneration as approved above, in such manner as may be agreed to between the Board and Mr. Mukesh Kumar Sinha.

RESOLVED FURTHER THAT during the tenure of Mr. Mukesh Kumar Sinha, the remunerations as approved hereby shall be paid to him as a minimum remuneration in compliance with the limits specified in Section 197 and 198 and Schedule V of the Companies Act, 2013, as may be applicable for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

ITEM 7

To consider and approve the Increase in the Authorised Share Capital of the company and to consequential alteration of Clause V of the Memorandum of Association of the company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of an additional 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respects with the existing Equity Shares of the Company as per the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by deleting the existing Clause V and substituting the following in its place:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, and the equity shares shall have such other rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital into the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or any Director(s) / Key Managerial Personnel authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be considered necessary, expedient or desirable for giving effect to this resolution, including filing of necessary e-forms with the Registrar of Companies and to settle any question, difficulty or doubt that may arise in this regard without requiring any further approval of the Members of the Company."

ITEM 8

To consider and approve the amendment of the main object clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions from the Registrar of Companies and such other statutory or regulatory authorities as may be necessary, and subject to such terms, conditions, modifications or stipulations as may be prescribed while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to alter the Main Object Clause III(A) of the Memorandum of Association of the Company by inserting the following new Sub-Clause after the existing sub-clause 7:

"8. To manufacture, assemble, fabricate, process, design, develop, produce, customise, repair, refurbish, test, install, commission, maintain, service, buy, sell, import, export, distribute, market, supply, lease, licence, act as original equipment manufacturer (OEM), original design manufacturer (ODM), trader, reseller or otherwise deal in all kinds of mobile phones, smartphones, feature phones, tablets, handheld communication devices, wireless communication equipment, telecommunication devices, wearable electronic devices, accessories, peripherals, chargers, batteries, cables, power banks, electronic components, spare parts, software, firmware and allied products and to undertake all activities incidental or ancillary thereto and to develop, acquire, license, use, integrate, maintain and provide software, firmware, applications and other technology solutions relating to or used in connection with the aforesaid products and devices, and to undertake all such activities as are incidental, ancillary or conducive to the attainment of the foregoing objects."

"9. To manufacture, assemble, fabricate, process, design, develop, produce, customise, repair, refurbish, calibrate, test, install, commission, maintain, service, buy, sell, import, export, distribute, market, supply, lease, licence, act as original equipment manufacturer (OEM), original design manufacturer (ODM), trader, reseller or otherwise deal in hearing aids, hearing assistance devices, hearing amplifiers, digital hearing instruments, cochlear implant accessories, audiology equipment, diagnostic and screening devices, medical electronic devices, rehabilitation devices, assistive listening devices, ear moulds, batteries, chargers, accessories, spare parts, software, firmware and all allied healthcare, medical and assistive products and equipment and to undertake all activities incidental or ancillary thereto."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or any Director(s) or Key Managerial Personnel authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, applications, forms and writings, and make such filings with the Registrar of Companies and other statutory or regulatory authorities, as may be considered necessary, expedient or desirable for giving effect to this Resolution, and to settle any question, difficulty or doubt that may arise in this regard without requiring any further approval of the Members of the Company.

August 27, 2026

Registered Office:
OSEL Devices Limited
Office No- 1209 & 1210, 12th Floor, B Block,
Naurang House, K.G. Marg, Connaught Place,
Central Delhi, 110001.

Tel: 1800-890-4398

Email: info@oseldevices.com
cs@oseldevices.com

Website: www.oseldevices.com

By order of the Board
For OSEL Devices Limited

Sd/-
Rajendra Ravi Shanker Mishra
Managing Director
DIN: 01628136

Notes:

1. Pursuant to various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/ OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the SEBI (LODR) Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

2. A statement giving relevant details of the director seeking appointment and reappointment under Item No. 2, 3, 5 and 6 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by ICSI is annexed herewith to the notice.

3. The Explanatory Statement setting out material facts concerning the business under Item Nos. 3 to 8 of the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 ("Act")]

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed **CS Raman Kumar Karan, Practicing Company Secretary (ACS No. 78437, CP No. 28697)** as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to ramankaran5@gmail.com with a copy marked to evoting@nsdl.co.in

6. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first- come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors at the AGM, shall be without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send their questions/ comments in advance mentioning their name, demat account number, Pan, email id and mobile number at cs@oseldevices.com and investor@masserv.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

1. For shares held in electronic mode: to their DPs
2. For shares held in physical mode: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023].

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act].

12. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2025-26 are available on the website of the Company at www.oseldevices.com and on the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com the Authorised agency for providing voting through electronic means and AGM through (VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Language-All editions) and Jansatta (Hindi Language-Delhi edition)

13. Members who have not yet registered their e-mail address and mobile number are requested to register the same with their Depository Participants ("DP").

14. For receiving all future correspondence (including Annual Report) from the Company electronically, the Members have to register their e-mail address with their Depository Participants and the Company as well.

15. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e Friday, September 18, 2026, such person may obtain the User ID and Password from RTA requesting through e-mail at investor@masserv.com as explained in e-voting instructions.

16. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/ their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

17. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

18. The Company has not paid any dividend in past, thus, details of the amount of dividend which remained unpaid/unclaimed for a period of 7 years and due for transfer to IEPF is not applicable to the Company

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there is no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.

19. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.

20. The Statutory Register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013, and all the documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

21. SEBI vide circular no. SEBI/HO/OIAE/ OIAE_ IAD- 1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal https:// scores.gov. in/scores/Welcome.html in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. The SMART ODR Portal can be accessed at: https://smartodr.in/login.

22. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI (LODR) Regulations, the Company is providing facility of remote e- voting to exercise votes on the items of business given in the Notice of 20th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Friday, September 18, 2026 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the AGM.

The instructions for members for remote e-voting and joining general meeting are as under:

The remote e-voting period begins on Tuesday, September 22, 2026 at 9:00 A.M. and ends on Thursday, September 24, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 18, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 18, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: www.eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl. com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If the user is not registered for IDeAS e-Services, option to register is available at www.eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at: www.eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **Download NSDL Mobile App:** Download on the App Store GET IT ON Google Play

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are: a. www.web.cdslindia.com/myeasi/home/login b. or www.cdslindia.com and click on New System My easi Username and Password. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote 3. If the user is not registered for Easi/Easiest, option to register is available at: a. www.web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at www.eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Our User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 141913 then user ID is 141913001***

5. Password details for shareholders other than Individual shareholders are given below:
   a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ramankaran5@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990and1800 22 44 30or send a request to Amit Vishal at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com or cs@oseldevices.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@masserv.com or cs@oseldevices.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@oseldevices.com. The same will be replied by the company suitably.

General Instructions

1. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

2. CS Raman Kumar Karan, Practicing Company Secretary (Membership No ACS 78437 & CP No. 28697) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

3. The members, who are present VC / OAVM at the AGM but have not cast their votes during the remote e-oting period, shall be allowed to cast their voting through e-voting.

4. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence ofat least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

5. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.oseldevices.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the NSE Limited.

August 27, 2026

Registered Office:
OSEL Devices Limited
Office No- 1209 & 1210, 12th Floor, B Block,
Naurang House, K.G. Marg, Connaught Place,
Central Delhi, 110001.

Tel: 1800-890-4398
Email: info@oseldevices.com
cs@oseldevices.com
Website: www.oseldevices.com

CIN: L72200DL2006PLC152027

By order of the Board
For OSEL Devices Limited

Sd/-
Rajendra Ravi Shanker Mishra
Managing Director
DIN: 01628136

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings issued by ICSI]

Name of the Director	Rajendra Ravi Shanker Mishra	Mukesh Kumar Sinha	Dhwani Fatehpuria
DIN	01628136	05330700	10558191
Date of Birth	October 17, 1976	January 07, 1969	July 01, 1983
Age	49 years	57 years	43 years
Nationality	Indian	Indian	Indian
Date of First Appointment	August 14, 2006	December 01, 2023	February 24, 2026
Date of Appointment/Re-appointment	w.e.f January 16, 2027 for the period of 3 years.	w.e.f January 16, 2027 for the period of 3 years.	w.e.f February 24, 2026 for the first term of 5 years.
Qualification	Diploma course in Computer Science in Engineering	Bachelor's Degree in Science	Company Secretary
Brief Profile, Experience and Expertise (nature of expertise in specific functional areas)	He attended B S F Institute of Technology to pursue a diploma course in computer science in engineering. He has been associated with our Company since its incorporation. He is responsible for overall supervision, risk assessment and business development of our Company. He heads the LED Division of our Company and has played an instrumental role in expanding our product portfolio, clientele and market reach. He has vast knowledge and experience in the field of manufacturing and development of LED screens and hearing aid development for over 19 years.	He attended Ranchi University to pursue bachelor's degree in science. He also attended Rajendra Prasad Institute of Communication & Management, Bombay to pursue a diploma in industrial relations & personnel management. In the past, he was associated with Dr. Reddy's Laboratories Limited in the capacity of a professional service representative, Allergan Indian Private Limited in the capacity of sales officer and with HOYA Medical India Private Limited in the capacity of the director and country manager. He has experience of more than 30 years in healthcare, med-tech and electronic industry.	She was appointed as an Additional Non-executive Independent Director of the Company with effect from 24th February 2026. She has over 18 years of post-qualification experience in the field of Secretarial and Legal matter of various companies. Exposure in Handling Rights issues, Conducting AGMs, EGMs, Board Meeting, Secretarial Audits. Well versed with Statutory Compliance under SEB Regulations, Stock Exchange Listing Agreements, Company Law and related acts.

Name of the Director	Rajendra Ravi Shanker Mishra	Mukesh Kumar Sinha	Dhwani Fatehpuria
		He heads the hearing-aid division of our Company and is responsible for technology development, client management and project management in the said division. He has been associated with our Company since December 1, 2023.	She has worked for various listed and unlisted companies and always prepared to take up any challenges that may come across from different industries
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (Justification for choosing the appointees for appointment as Independent Directors)	Not Applicable	Not Applicable	The NRC of the Board of Directors considers the skills, vast experience and expertise possessed by Ms. Dhwani Fatehpuria, particularly, considering her extensive experience of over 18 years in secretarial, legal and corporate compliance matters, including expertise in SEBI Regulations, Company Law and governance.
Number of Meetings of the Board attended during the financial year (2025-26)	17 out of 17 meetings	17 out of 17 meetings	Not Applicable
Names of Listed Entities in which director also holds the Directorship and the Membership of Committees of the Board [along with listed entities from which the person has resigned in the past three years]	None	None	Century Extrusions Limited - Independent Director (Member of Audit committee, Nomination and Remuneration committee and Corporate Social Responsibility committee)

Name of the Director	Rajendra Ravi Shanker Mishra	Mukesh Kumar Sinha	Dhwani Fatehpuria
Name of Committee(s) of OSEL Devices Limited in which Directors are Chairman/ Member	Corporate Social Responsibility Committee – Chairman	Audit Committee – Member Stakeholders Relationship Committee – Member	Nomination and Remuneration Committee – Member
Shareholding in the Company	1,15,37,828 Equity Shares of face value of Rs. 10/- each	Nil	Nil
Shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner]	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Jyotsna Jawahar, Whole Time Director & CFO (holding DIN: 08278091) on the Board (upto: August 27, 2026) is spouse of Mr. Rajendra Ravi Shanker Mishra, Managing Director. Apart from this no inter se relationship between Mr. Rajendra Ravi Shanker Mishra, other Members of the Board and Key Managerial Personnel of the Company.	Mr. Mukesh Kumar Sinha is not related to any Director or Key Managerial Personnel (KMP) of the Company.	Mrs. Dhwani Fatehpuria is not related to any Director or Key Managerial Personnel (KMP) of the Company.
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	Being liable to retire by rotation Last Drawn remuneration: Rs 7,50,000/- per month	Being liable to retire by rotation Last Drawn remuneration: Rs 5,00,000/- per month	Ms. Dhwani Fatehpuria is paid remuneration by way of sitting fees for attending meetings of the Board. For Financial Year 2025-26 - Nil (Appointed w.e.f February 24, 2026)

Annexure to the Notice

As required under Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to business mentioned under item no. 3 to 8 of the accompanying notice.

ITEM NO. 3

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Dhwani Fatehpuria (DIN: 10558191) as an Additional Independent Director (Category: Non-executive) of the Company with effect from February 24, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"). In terms of Section 161(1) of the Act, she holds office up to the date of this Annual General Meeting and is eligible for appointment as an Independent Director of the Company.

The Company has received from Ms. Dhwani Fatehpuria (i) her consent to act as a Director in Form DIR-2; (ii) a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations; (iii) an intimation that she is not disqualified from being appointed as a Director under Section 164 of the Act; and (iv) a declaration confirming compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, wherever applicable. The Company has also received a notice under Section 160 of the Act proposing her candidature for the office of Director.

In the opinion of the Board, Ms. Dhwani Fatehpuria fulfills the conditions specified under the Act and the SEBI (LODR) Regulations for appointment as an Independent Director and is independent of the management. Considering her qualifications, expertise and experience, the Board is of the view that her association would be of immense value to the Company and accordingly recommends her appointment as an Independent Director, not liable to retire by rotation, for the first term of five (5) consecutive years commencing from February 24, 2026 to February 23, 2031 subject to approval of shareholders. Your Directors recommend the resolution set forth in Item no. 3 for the approval of the Members.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI (LODR) Regulations, appointment of Independent Directors for their first term requires approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI (LODR) Regulations

Except Ms. Dhwani Fatehpuria, being the appointee, and her relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

Pursuant to Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder state that any related party transaction in relation to sale, purchase or supply of goods or material, directly or through appointment of agent amounting to or exceeding 10% or more of the turnover of the Company as per the last audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution.

During the Financial Year 2026-27, the Company, proposes to enter into certain related party transaction(s) with Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds.

Accordingly, transaction(s) entered with Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited) comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis. The Board of Directors, at its meeting held on August 27, 2026, upon recommendation of the Audit Committee of the Company, at its meeting held on same day, had, subject to approval of members of the Company, approved an aggregate limit not exceeding Rs. 50 crores per company for transactions involving purchase and sales for the Financial Year 2026-27, with Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited), related parties within the definition of Section 2(76) of the Act.

Except Mr. Rajendra Ravi Shanker Mishra & Ms. Jyotsna Jawahar along with their relatives are concerned or interested in the resolution. None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 04 of the Notice.

The Board recommends the relevant Ordinary resolution set forth at Item no. 04 in the Notice for the approval of the Members for the said Related Party Transaction(s) proposed to be entered by our Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date. Particulars of the transactions with Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited) are as follows:

S. No	Particulars	Remarks
1.	Name of Related Parties	Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited)
2.	Name of the Director or KMP who is related	Mr. Rajendra Ravi Shanker Mishra & Ms. Jyotsna Jawahar along with their relatives are concerned or interested in the resolution
3.	Nature of Relationship	Mr Rajendra Ravi Shanker Mishra & Ms. Jyotsna Jawahar are promoter & director of Osel Devices Limited and Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited).
4.	Type of transaction	Purchase or supply of any goods or materials
5.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 50 crore for FY 2026-27 with Guardian Technologies Private Limited (Formerly known as OSEL Technology Private Limited).
6.	Justification as to why the RPTs are in the interest of the Company	Such transactions would be in ordinary course of the Company's business and at the arm's length basis.

S. No	Particulars	Remarks
7.	Nature materials terms and particulars of the Contracts/arrangements/	Purchase of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However, such transactions would be in ordinary course of the Company's business and at the arm's length basis.
8.	Any advance paid or received for the contracts/arrangements	Amount paid as advances: Rs. 762.73 Lakhs
9.	Tenure of contracts/arrangement	April 1, 2026 to March 31, 2027 and onwards
10.	Any other information relevant or important for the members to take a decision on the proposed resolution.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

ITEM NO. 5

Mr. Rajendra Ravi Shanker Mishra (DIN: 01628136) has been associated with the Company as the Managing Director and has been providing valuable leadership and guidance in managing the affairs and business operations of the Company. Considering his experience, knowledge, expertise and contribution to the growth and development of the Company, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors have recommended the re-appointment of Mr. Rajendra Ravi Shanker Mishra as Managing Director of the Company for a further period of three years with effect from January 16, 2027 to January 15, 2030, subject to the approval of the Members.

The re-appointment of Mr. Rajendra Ravi Shanker Mishra as Managing Director of the Company and the remuneration payable to him require the approval of the Members of the Company pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013. The Board/Committee considers that the re-appointment of Mr. Rajendra Ravi Shanker Mishra and the remuneration payable to him is commensurate with his duties and responsibilities as the Managing Director of the Company.

The principal terms and conditions of his re-appointment and remuneration are set out in the resolution under Item No. 05 of the Notice. The remuneration proposed to be paid to Mr. Rajendra Ravi Shanker Mishra is ₹7,50,000/- per month, together with the perquisites and other benefits as specified in the said resolution.

The proposed remuneration shall be payable as minimum remuneration even in the event of absence or inadequacy of profits in any financial year during his tenure, subject to the applicable provisions of Section 197 read with Schedule V of the Companies Act, 2013. The Ordinary Resolution proposed to be passed is accordingly an enabling resolution permitting the Company to pay the aforesaid remuneration as minimum remuneration in accordance with the applicable provisions of the Act.

Mr. Rajendra Ravi Shanker Mishra has given consent letter in Form DIR-2, intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(1) or 164(2) of the Companies Act, 2013 to act as a Director(s) and intimation to the effect that they are not disqualified from being appointed as a Director(s) of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by NSE vide its circular Ref. No. NSE/CML/2018/24 dated June 20, 2018 respectively.

Except Mr. Rajendra Ravi Shanker Mishra, being the proposed appointee, and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the resolution, except to the extent of their respective shareholding, if any, in the Company.

This may be regarded as an abstract of the terms of re-appointment of Mr. Rajendra Ravi Shanker Mishra and remuneration payable to him as Managing Director of the Company and a memorandum of interest in terms of Section 190 of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 05 of the Notice for approval of the Members.

ITEM NO. 6

Mr. Mukesh Kumar Sinha (DIN: 05330700) has been associated with the Company as a Whole-time Director and has been providing valuable contribution and guidance in the management and affairs of the Company. Considering his experience, knowledge, expertise and contribution to the growth and development of the Company, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors have recommended the re-appointment of Mr. Mukesh Kumar Sinha as Whole-time Director of the Company for a further period of three years with effect from January 16, 2027 to January 15, 2030, subject to the approval of the Members.

The re-appointment of Mr. Mukesh Kumar Sinha as Whole-time Director of the Company and the remuneration payable to him require the approval of the Members of the Company pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013. The Board/Committee considers that the re-appointment of Mr. Mukesh Kumar Sinha and the remuneration payable to him is commensurate with his duties and responsibilities as the Whole-time Director of the Company.

The principal terms and conditions of his re-appointment and remuneration are set out in the resolution under the relevant Item No. 06 of the Notice. The remuneration proposed to be paid to Mr. Mukesh Kumar Sinha is ₹5,00,000/- per month, together with the perquisites and other benefits as specified in the said resolution.
The proposed remuneration shall be payable as minimum remuneration during his tenure, subject to the applicable provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013, as may be applicable from time to time. The Ordinary Resolution proposed to be passed is accordingly an enabling resolution permitting the Company to pay the aforesaid remuneration as minimum remuneration in accordance with the applicable provisions of the Act.

Mr. Mukesh Kumar Sinha has given consent letter in Form DIR-2, intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(1) or 164(2) of the Companies Act, 2013 to act as a Director(s) and intimation to the effect that they are not disqualified from being appointed as a Director(s) of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by NSE vide its circular Ref. No. NSE/CML/2018/24 dated June 20, 2018 respectively.

Except Mr. Mukesh Kumar Sinha, being the proposed appointee, and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the resolution, except to the extent of their respective shareholding, if any, in the Company.

This may be regarded as an abstract of the terms of re-appointment of Mr. Mukesh Kumar Sinha and remuneration payable to him as Whole-time Director of the Company and a memorandum of interest in terms of Section 190 of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 06 of the Notice for approval of the Members.

ITEM NO. 7

The present Authorised Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- (Rupees Ten Only) each.

In order to provide the Company with adequate flexibility to meet its present and future business requirements and to facilitate any future issuance of securities, if and when considered appropriate, the Board of Directors, at its Meeting held on August 27, 2026, has recommended increasing the Authorised Share Capital of the Company from the existing ₹20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each by creation of an additional 50,00,000 (Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each.

The proposed increase in the Authorised Share Capital will provide the Company with adequate flexibility to meet its future business and capital requirements and enable it to undertake such corporate actions as may be considered necessary from time to time, subject to the applicable provisions of the Companies Act, 2013 and other applicable laws.

The increase in the Authorised Share Capital as aforesaid would require a consequential alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company.

Accordingly, pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members by way of a Ordinary Resolution is sought for increasing the Authorised Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association.

A copy of the existing Memorandum of Association together with the proposed amendments will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection during the Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding(s), if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 07 of the Notice for approval by the Members.

ITEM NO. 8

The Company proposes to alter the Main Object Clause of the Memorandum of Association ("MOA") by inserting new sub-clauses under Clause III(A) to expressly include the business activities relating to mobile phones, smart devices and allied products, as well as hearing aids, audiology, medical electronic devices and allied healthcare and assistive products.

The proposed alteration is intended to align the Main Object Clause of the MOA with the Company's present and proposed business activities and to provide greater operational flexibility for undertaking activities in these segments. The proposed objects cover, inter alia, the manufacture, assembly, fabrication, processing, design, development, customisation, repair, refurbishment, testing, installation, commissioning, maintenance, servicing, purchase, sale, import, export, distribution, marketing, supply, leasing, licensing, OEM/ODM activities, trading, reselling and other allied activities relating to mobile phones, smartphones, tablets, communication devices, wearable electronic devices, electronic components, accessories, software and firmware, as well as hearing aids, hearing assistance devices, audiology equipment, diagnostic and screening devices, medical electronic devices, rehabilitation devices, assistive listening devices and other allied healthcare, medical and assistive products and equipment.

The proposed amendment will enable the Company to comprehensively reflect and facilitate the continued growth and expansion of its business activities in the mobile and smart devices and hearing healthcare segments, while ensuring that the MOA appropriately encompasses such activities and all incidental, ancillary or conducive activities thereto.

A copy of the amended Memorandum of Association of the Company will be available for inspection by the Members during business hours on all working days up to the date of the Annual General Meeting and shall also be available electronically upon request.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 08 of the Notice for approval of the Members.

August 27, 2026

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Website: www.oseldevices.com

CIN: L72200DL2006PLC152027

By order of the Board
For OSEL Devices Limited

Sd/-
Rajendra Ravi Shanker Mishra
Managing Director
DIN: 01628136